

RECORDATION NO. 24608-A FILED

OCT 21 '03

2-13 PM



SURFACE TRANSPORTATION BOARD

The David J. Joseph Company



October 20, 2003

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20006-0001

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated as of September 30, 2003, between the following parties:

Assignee: Maxus Leasing Group, Inc.
31300 Bainbridge Rd.
Cleveland, OH 44139

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule I attached hereto for the equipment, (27) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated September 30, 2003 related to twenty-seven (27) railcars bearing reporting marks GPSX 71001 - 71010, inclusive and GPSX 73011 - 73027, inclusive.

Please file this as a secondary document as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 24608.

The filing fee for this document in the amount of \$30.00 is included in the enclosed check. Please return the original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 929-4500, ext. 4239.

Sincerely,

The David J. Joseph Company

Julie M. Woodard
Documentation Coordinator

Enclosures

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of September 30, 2003, by and between **THE DAVID J. JOSEPH COMPANY (F/K/A JOSEPH TRANSPORTATION SERVICES, INC.)** a Delaware corporation ("Assignor") and **MAXUS LEASING GROUP, INC.**, an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement (the "Lease") dated August 5, 2003, between Assignor, as Lessor, and GEORGIA-PACIFIC CORPORATION, as Lessee, for twenty-seven (27) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of September 30, 2003.

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SURFACE TRANSPORTATION BOARD

**THE DAVID J. JOSEPH COMPANY (F/K/A
JOSEPH TRANSPORTATION SERVICES, INC.)**

By: _____

Name: _____

Title: _____

MAXUS LEASING GROUP, INC.

By: _____

Name: _____

Title: _____

Anthony N. Granata

Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 29th day of September, 2003 before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Paul G. Jantsch, to me personally known, who stated and acknowledged that he is the Exec VP of THE DAVID J. JOSEPH COMPANY (F/K/A JOSEPH TRANSPORTATION SERVICES, INC.), a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 29th day of September, 2003.

Angela Denise Watts
(Notary Signature)

My commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF Ohio)
COUNTY OF Cuyahoga) SS:

On this 30th day of September, 2003, before me the subscriber,
Linda J. Mastey, a Notary Public, duly commissioned, qualified and acting,
within and for said County and State, appeared in person the within named ANTHONY N. GRANATA
me personally known, who stated and acknowledged that he/she is the Vice President
of Maxus Leasing Group, Inc., an Ohio corporation, and duly authorized by authority of
the Board of Directors of said corporation in his/her capacity as such officer to execute
and acknowledge this document for and in the name and on behalf of said corporation
and further stated and acknowledged that he/she has so signed, executed and delivered
this document as the free and voluntary act and deed of said corporation, for the
consideration, uses and purposes therein mentioned and set forth and desired that the
same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30th
day of September, 2003.

Linda J. Mastey
(Notary Signature)

My commission expires:

LINDA J. MASTEY, Notary Public
State of Ohio, Cuyahoga County
My Commission Expires Dec. 7, 2004

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

Twenty-seven (27) railcars bearing reporting marks as follows:

GPSX 71001-71010, inclusive
and
GPSX 73011-73027, inclusive

LEASE: Dated August 5, 2003, between JOSEPH TRANSPORTATION SERVICES, INC. and GEORGIA-PACIFIC CORPORATION.